

October 21, 2016

Ex Parte

Mr. Matthew DelNero
Chief, Wireline Competition Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Telephone Number Portability, et al., CC Docket No. 95-116, WC Docket Nos. 07-149 & 09-109

Dear Mr. DelNero:

Telcordia Technologies, Inc., d/b/a iconectiv, (“Telcordia”), in an abundance of caution, provides this notice to ensure that it has complied with Section 10(a) of the Code of Conduct.¹ Sungard Availability Services (“SungardAS”) has notified Telcordia that TPG, an affiliate of funds holding a greater than ten percent, non-controlling interest in SungardAS, has entered into definitive agreements to acquire RCN Telecom Services, LLC (“RCN”) and Grande Communications Networks, LLC (“Grande”).² Both RCN and Grande provide switched services that utilize number portability. Nonetheless, if consummated, these acquisitions by affiliates of

¹ Section 10(a) states “SungardAS shall notify iconectiv if, at any time, it becomes aware that any Sungard affiliate intends to commence providing switched services that utilize number portability. iconectiv will notify the FCC and NAPM within five business days of receipt that it has received such notification.” *Telcordia Technologies, Inc. Petition to Reform Amendment 57 and to Order a Competitive Bidding Process for Number Portability Administration; Petition of Telcordia Technologies, Inc. to Reform or Strike Amendment 70, to Institute Competitive Bidding for Number Portability Administration, and to End the NAPM LLC’s Interim Role in Number Portability Administration Contract Management; Telephone Number Portability, Order, FCC 16-92, 31 FCC Rcd. 8406, 8439 at Appendix B (2016) (“MSA Approval Order”).* As discussed further below, this notice is not actually required because Grande and RCN will not be affiliates of SungardAS. *See* text accompanying n. 6, *infra*. Moreover, even if notice were required, the five-day period to give notice has not yet begun because the transaction has not closed.

² *See Application of Radiate Holdings, L.P., Transferee, and Yankee Cable Partners, LLC, and Grande Investment L.P., Transferors, for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of Domestic and International Section 214 Authorizations*, File No. ITC-T/C-2015, WC Docket No. 16-276 (filed Sep. 1, 2016). The transaction is pending FCC and other governmental consents, and has not yet closed.

the TPG funds holding stakes in SungardAS raise no neutrality issues under the *LNPA Selection Order*,³ *MSA Approval Order*, or the Master Services Agreement (“MSA”).

SungardAS is not a core subcontractor and thus is not subject to neutrality requirements other than those in Section 10 of the Code of Conduct.⁴ In conformance with Section 10, no member of the SungardAS Board of Directors is a representative of TPG, and TPG does not and cannot control SungardAS. Structurally, SungardAS “has a disincentive to permit such minority interests from jeopardizing the ongoing contractual relationship with Telcordia.”⁵

In addition, Grande and RCN will not become affiliates of SungardAS under the Commission’s prior decisions construing “affiliates” in the context of the Local Number Portability Administrator (“LNPA”).⁶ In the *Warburg Transfer Order*, Lockheed Martin proposed to transfer its North American Numbering Plan Administrator and LNPA responsibilities to Neustar, a newly formed entity, which would be majority owned by funds affiliated with Warburg, Pincus & Co. (“Warburg”). Warburg had “several affiliate relationships with telecommunications service providers through their ownership of an equity interest in those companies.”⁷ In that situation, the Commission determined that Neustar, the LNPA, was not an affiliate of those telecommunications service providers (“TSPs”) because none of the TSPs would “1) own a 10 percent or more equity interest in NeuStar; 2) have the power to vote 10 percent or more of NeuStar’s securities; or 3) have the power to direct NeuStar’s management and policies.”⁸ The same is true here. TPG affiliates will have ownership interests in TSPs and SungardAS. However, neither RCN nor Grande will (1) own a 10 percent or more equity interest in SungardAS, (2) have the power to vote 10 percent or more of Sungard’s securities, or (3) have the power to direct SungardAS’s management and policies. Thus, TPG’s proposed acquisitions will not cause SungardAS to become an affiliate of a TSP.

³ *Telcordia Technologies, Inc. Petition to Reform Amendment 57 and to Order a Competitive Bidding Process for Number Portability Administration; Petition of Telcordia Technologies, Inc. to Reform or Strike Amendment 70 to Institute Competitive Bidding for Number Portability Administration and to End the NAPM LLC’s Interim Role in Number Portability Administration Contract Management; Telephone Number Portability, Order, FCC 13-35, 30 FCC Rcd. 3082 (2015) (“LNPA Selection Order”).*

⁴ *Id.* ¶ 177.

⁵ *Id.* ¶ 178.


⁶ For this reason, this notice is not actually required by Section 10(a) of the Code of Conduct.

⁷ *Request of Lockheed Martin Corporation and Warburg, Pincus & Co. for Review of the Transfer of the Lockheed Martin Communications Industry Services Business, Order, FCC 99-346, 14 FCC Rcd. 19,792, 19,809 ¶ 26 n.103 (1999) (“Warburg Transfer Order”).*

⁸ *Id.* ¶ 26.

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Respectfully submitted,

A handwritten signature in dark ink, appearing to read "John T. Nakahata".

John T. Nakahata
Mark D. Davis

*Counsel to Telcordia Technologies, Inc.,
d/b/a iconectiv*

CC: Neil Dellar
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